


AN ORDINANCE
BY COUNCILMEMBER HOWARD SHOOK

09-0-1073

AN ORDINANCE TO SET THE TERMS OF THE CITY OF ATLANTA'S WATER AND WASTEWATER REVENUE BONDS, SERIES 2009, INCLUDING PRINCIPAL AMOUNTS, INTEREST RATES, MATURITY DATES, AND REDEMPTION PROVISIONS, AND FOR OTHER RELATED PURPOSES.

SUPPLEMENTAL SERIES 2009 BOND ORDINANCE

WHEREAS, the City of Atlanta (the "City") adopted its Series 2009 Bond Ordinance (No. 09-0-0558) (the "Original Ordinance") on May 4, 2009, authorizing the issuance and sale of its Water and Wastewater Revenue Bonds, Series 2009 (the "Series 2009 Bonds"), for the purpose of (1) financing the costs of making additions, extensions, and improvements to the City's existing water and sewer system and (2) refunding or refinancing all of the City's outstanding Water and Wastewater Revenue Commercial Paper Notes, Series 2006-1, Water and Wastewater Revenue Commercial Paper Notes, Series 2006-2, and Water and Wastewater Revenue Commercial Paper Notes, Series 2006-3; and

WHEREAS, certain capitalized terms used in this Supplemental Series 2009 Bond Ordinance (this "Supplemental Ordinance") shall have the meaning given to them in the Original Ordinance; and

WHEREAS, the Original Ordinance provides that the Series 2009 Bonds (1) shall be issued in an original aggregate principal amount to be specified in a Supplemental Ordinance to be adopted by the Governing Body, but which shall not in any event exceed a maximum aggregate principal amount of \$750,000,000, (2) shall bear interest at the rates per annum to be specified in a Supplemental Ordinance to be adopted by the Governing Body (but which shall not in any event exceed a maximum per annum rate of interest of 9.00%), computed on the basis of a 360-day year consisting of twelve 30-day months, payable on November 1, 2009, and semiannually thereafter on each May 1 and November 1 of each year and shall mature on November 1, in the years (with a term not exceeding 40 years) and in the principal amounts to be specified in a Supplemental Ordinance to be adopted by the Governing Body (provided the principal of and interest on the Series 2009 Bonds payable in any Fiscal Year shall not in any event exceed a maximum amount of \$75,000,000), unless earlier called for redemption, (3) that mature on November 1 of the years to be specified in a Supplemental Ordinance to be adopted by the Governing Body will be Term Bonds, and (4) will be subject to optional and mandatory redemption prior to maturity as specified in a Supplemental Ordinance to be adopted by the Governing Body;

NOW, THEREFORE, The City Council of the City of Atlanta, Georgia, hereby ordains as follows:

Section 1. Ratification of Prior Actions. All actions heretofore taken by the Governing Body and the officers and agents of the City directed toward the issuance and sale of the Series 2009 Bonds be and the same are hereby ratified, approved, and confirmed.

Section 2. Definitions. The definitions contained in the Original Ordinance, particularly Article I thereof, are hereby supplemented as follows, and the following terms shall have the meanings specified below, unless the context clearly requires otherwise.

“Series 2009 Credit Facility” means the financial guaranty insurance policy issued by the Series 2009 Credit Issuer that guarantees payment of principal of and interest on the Series 2009 Bonds.

“Series 2009 Credit Issuer” means Assured Guaranty Corp., a Maryland-domiciled insurance company, or any successor thereto.

Section 3. Series 2009 Bond Details. The Series 2009 Bonds shall be issued in the original aggregate principal amount of \$_____. The Series 2009 Bonds shall bear interest at the rates per annum set forth below, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on November 1, 2009, and semiannually thereafter on each May 1 and November 1 of each year and shall mature on November 1, in the years and in the principal amounts as follows, unless earlier called for redemption:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
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The Series 2009 Bonds that mature on November 1, ____, November 1, ____, and November 1, ____ are Term Bonds.

Section 4. Optional and Mandatory Redemption of Series 2009 Bonds. (a) The Series 2009 Bonds maturing on or before November 1, ____, and on November 1, ____ through November 1, ____, may not be called for optional redemption prior to maturity. The Series 2009 Bonds maturing on or after November 1, ____ (except for the Series 2009 Bonds maturing on November 1, ____ through November 1, ____), are subject to redemption prior to maturity at the option of the City on or after November 1, ____, in whole at any time or in part on any Interest Payment Date, at the redemption price of 100% of the principal amount thereof plus accrued interest on such redemption date.

(b) In addition, the Series 2009 Bonds that are Term Bonds are subject to mandatory redemption prior to maturity on November 1 of the years, in the amounts, and at the prices provided below.

As and for a sinking fund for the retirement prior to maturity of the Series 2009 Bonds, there shall be deposited in the Principal Subaccount from the Revenue Fund an amount sufficient to redeem the following principal amounts of the Series 2009 Bonds maturing on November 1, ____, November 1, ____, and November 1, ____, on the dates (each such date being referred to as a "mandatory redemption date") specified:

Series 2009 Bonds Maturing November 1, ____

November 1
of the Year

Principal Amount

+ Final Maturity

Series 2009 Bonds Maturing November 1, ____

November 1
of the Year

Principal Amount

+ Final Maturity

Series 2009 Bonds Maturing November 1, ____

November 1
of the Year

Principal Amount

+ Final Maturity

The City shall redeem such an aggregate principal amount of the Series 2009 Bonds at a redemption price equal to the principal amount thereof plus the interest due thereon to the mandatory redemption date.

Section 5. Authorization of Series 2009 Credit Facility. The City hereby authorizes the purchase of the Series 2009 Credit Facility from the Series 2009 Credit Issuer.

Section 6. Provisions Relating to the Series 2009 Credit Facility.

[To Be Added]

Section 7. Claims Upon the Series 2009 Credit Facility and Payments by and to the Series 2009 Credit Issuer.

[To Be Added]

Section 8. Sale of Series 2009 Bonds. The City shall sell the Series 2009 Bonds to the Underwriter for the price of \$_____ plus accrued interest to the date of payment and delivery of the Series 2009 Bonds. The Chief Officer is hereby authorized to execute and deliver, on behalf of the City, a purchase contract between the City and the Underwriter, providing for the sale of the Series 2009 Bonds. The execution and delivery of a purchase contract by the Chief Officer shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the purchase contract.

Section 9. Official Statement. The use and distribution of the Preliminary Official Statement and the Official Statement with respect to the Series 2009 Bonds shall be and is hereby authorized, ratified, confirmed, and approved, and the execution and delivery of the Official Statement in final form shall be and is hereby authorized, ratified, confirmed, and approved. The Chief Officer is hereby authorized and directed to ratify, confirm, approve, execute, and deliver the Official Statement on behalf of the City, and the execution of an Official Statement by the Chief Officer shall constitute conclusive evidence of the Chief Officer's ratification, confirmation, approval, and delivery thereof on behalf of the City.

Section 10. Continuance and Effect of Original Ordinance. The City hereby confirms the existence and applicability of the Original Ordinance and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Original Ordinance and as supplemented and amended by this Supplemental Ordinance. Except where otherwise expressly indicated in this Supplemental Ordinance, the provisions of the Original Ordinance are to be read as part of this Supplemental Ordinance as though copied verbatim herein, and provisions of this Supplemental Ordinance shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Original Ordinance. Except as expressly amended, modified, or supplemented by this Supplemental Ordinance, all of the terms, conditions, and provisions of the Original Ordinance shall remain in full force and effect. In

executing and delivering this Supplemental Ordinance, the City shall be entitled to all powers, privileges, and immunities afforded to the City and shall be subject to all the duties, responsibilities, and obligations of the City under the Original Ordinance.

Section 11. Effective Date. This Supplemental Ordinance shall take effect immediately upon its adoption.

Section 12. Repeal of Conflicting Ordinances and Resolutions. Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict with this Supplemental Ordinance are hereby repealed.

Section 13. Bond Ordinance Constitutes a Contract. This Supplemental Ordinance supplements and amends a contract with the Bondholders binding the City, and therefore it is proper and appropriate for the Chief Officer to execute the same on behalf of the City and for the Attesting Officer to attest the same.

CITY OF ATLANTA

(SEAL)

By: _____
Mayor

Attest:

Municipal Clerk

Approved As To Form:

City Attorney